

FEDERAL COMMUNICATIONS COMMISSION

Washington, D. C. 20554

JUN 12 2003

OFFICE OF  
MANAGING DIRECTOR

William R. Richardson, Jr., Esq.  
Mark S. Morelli, Esq.  
Wilmer, Cutler & Pickering  
2445 M Street, N.W.  
Washington, D.C. 20037

Re: United Air Lines, Inc., Debtor-in-Possession  
Request for Waiver and Deferral of Application Fees Associated with  
the Pro Forma Assignment of Wireless Licenses  
Fee Control No. 00000RROG-03-082

Dear Counsel:

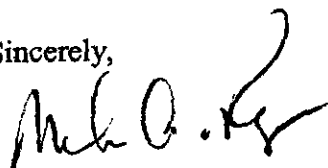
This is in response to your letter dated January 8, 2003 submitted on behalf of United Air Lines, Inc., Debtor-in-Possession (United DIP), requesting a waiver and deferral of the filing fee in connection with the assignment of licenses from United Air Lines, Inc. (United) to United DIP. Our records reflect that you have not paid the \$79,000 application fee at issue here.

In support of your request for relief, you submit a copy of the petition for bankruptcy that United filed on December 9, 2002 with the United States Bankruptcy Court for the Northern District of Illinois (Bankruptcy Court). You also submit a copy of the FCC Form 603 ("FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control") and the associated Schedule A that United and United DIP filed with the Commission on January 8, 2003. This application is for the pro forma assignment of wireless authorizations from United to United DIP.

Section 1.1117 of the Commission's rules, 47 C.F.R. §1.1117, provides that filing fees may be waived or deferred in specific instances upon a showing of good cause and a finding that the public interest will be served thereby. *See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985*, 5 FCC Rcd 3558, 3572-73 (1990). We find that the bankruptcy filing involving United and United DIP substantiates United DIP's claim of financial hardship and demonstrates good cause for waiver of the filing fees. *See MobileMedia Corporation*, 14 FCC Rcd 8017, 8027 (1999) (bankruptcy establishes good cause for waiver of filing fee). Moreover, waiver of the filing fee will serve the public interest by protecting the interests of innocent creditors. Therefore, your request for waiver of the application filing fee in connection with the above-referenced application is granted.

If you have any questions concerning this letter, please contact the Revenue and Receivables Operations Group at (202) 418-1995.

Sincerely,



Mark A. Reger  
Chief Financial Officer

00000 RROV-03-082

RECEIVED

JAN - 8 2003

BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

<p>In the Matter of</p> <p><b>UNITED AIR LINES, INC., DEBTOR-IN-POSSESSION</b></p> <p>Petition for Waiver of § 1.1102 of the Commission's Rules in Connection with Application Filing Fees Associated with <i>Pro Forma</i> Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to § 1.1117 of the Commission's Rules;</p> <p>Request for Deferral of Payment of Application Filing Fees Pursuant to § 1.1117 of the Commission's Rules, and, in the Alternative, Waiver of § 1.1117(e) of the Commission's Rules Pursuant to § 1.3 of the Commission's Rules</p>	<p>File No. _____</p>
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To: Office of Managing Director

**PETITION FOR WAIVER OF APPLICATION  
FILING FEES AND DEFERRAL OF PAYMENT**

United Air Lines, Inc., Debtor-in-Possession ("Assignee"), pursuant to § 1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of § 1.1102 of the Rules of the Federal Communications Commission ("Commission"), 47 C.F.R. § 1.1102. That rule requires the payment of application filing fees in connection with the above-referenced application for *pro forma*, involuntary assignment of licenses ("Application").

The accompanying Application was filed on January 8, 2003 and has been assigned file number 0001147945. The Application was necessitated by the December 9, 2002 bankruptcy filing by United Air Lines, Inc. ("Licensee"), which resulted in Assignee's

Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition, pursuant to § 1.1117(e) of the Commission's Rules, Assignee requests deferral of the obligation to pay the application filing fees upon filing of the Application, pending the Managing Director's ruling on the above-described waiver request. In the alternative, to the extent the Commission determines that § 1.1117(e) does not expressly authorize deferral of the application fee, Assignee requests that the Commission waive any requirement to pay the application filing fees pending action by the Managing Director on Assignee's waiver request.

**I. THE BANKRUPTCY**

UAL Corporation ("Parent") filed a voluntary petition for bankruptcy in the United States Bankruptcy Court, Northern District of Illinois, on December 9, 2002. Twenty-seven affiliated entities, including Licensee, a wholly-owned subsidiary of Parent, also filed voluntary petitions for bankruptcy in that same proceeding. A copy of the bankruptcy filing is attached hereto. With these filings, Parent, Licensee, and other affiliated entities began operating their businesses as "debtors-in-possession" pursuant to 11 U.S.C. §§ 1101(1) and 1107(a). Licensee holds various aircraft, aviation, and land mobile licenses in connection with its operation as a commercial airline. The parties will file a separate application for issuance of an aircraft license to the Assignee and will accompany that filing with a waiver request as well.

## **II. WAIVER AND DEFERRAL OF FILING FEES**

### **A. Waiver of Filing Fees Is in the Public Interest.**

Assignee requests that it not be required to pay the substantial application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.F.R. § 1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's rules.

The Commission has previously determined that bankruptcy constitutes "good cause" pursuant to § 1.1117. In *Mobile Media Corporation, et al.*, Memorandum Opinion and Order, 14 FCC Rcd 8017, 8027 (1999), the Commission waived filing fees under § 1.1117 for applications associated with the reorganization of a bankrupt paging carrier. The Commission found that the paging carrier's bankruptcy was "good cause" for waiver of the application filing fees. The Commission held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." *Mobile Media*, 14 FCC Rcd at 8027; *see also Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion and Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees"); *In the Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules*, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995);

*LaRose v. FCC*, 494 F.2d 1145, 1146 n.2 (D.C. Cir. 1974) (Commission has responsibility to harmonize policies with federal bankruptcy law).

Assignee's bankruptcy likewise warrants waiver of the filing fees associated with the Application. *See Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded debtor-in-possession status. In the absence of a waiver, the parties will be required to pay a total of \$79,000 for this Application and a total of \$94,200 for all bankruptcy-related applications to the Commission. Pursuant to Commission precedent, this financial burden should be avoided because of the bankruptcy, particularly because the Application is for a *pro forma* transaction not involving any real change in control of the Licensee. Grant of this waiver would preserve funds better used to sustain operations. Accordingly, Assignee requests grant of a waiver under § 1.1117 of the Commission's rules.

**B. Deferral of Filing Fees Is in the Public Interest.**

Section 1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or waiver of the application filing fees under § 1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship that justify the issuance of the waiver requested above also justify the deferral of payment of the filing fees pending the Managing Director's ruling on that waiver request. In the alternative, if the Commission determines that § 1.1117(e) does not expressly provide for deferral of the filing fees, then Assignee requests that the Commission defer payment of the filing fees pursuant to the

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Commission's general waiver provisions in § 1.3 of the Commission's rules. *See WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969).

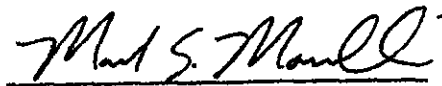
### **III. CONCLUSION**

For the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Application.

Respectfully submitted,

Dated: January 8, 2003

By:



William R. Richardson, Jr.  
Mark S. Morelli  
Wilmer, Cutler & Pickering  
2445 M Street, N.W.  
Washington, DC 20037  
Telephone: (202) 663-6000  
Facsimile: (202) 663 6363

Counsel to United Air Lines,  
Debtor-in-Possession

FCC Print Preview

<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 01/08/2003 at 02:59PM  File Number: <b>0001147945</b>
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1) Application Purpose: Assignment of Authorization		File Number:
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		
2b) File numbers of related pending applications currently on file with the FCC:		

**Type of Transaction**

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? Yes
3b) If the answer to Item 3a is "Yes", is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses? No
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5a) Does this filing request a waiver of the Commission rules? If "Yes", attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Court Order If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Involuntary

**Licensee/Assignor Information**

10) FCC Registration Number (FRN): 0002850832			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): United Air Lines, Inc.			
13) Attention To: Shulman, Rogers			
14) P.O. Box: 827	And / Or	15) Street Address:	
16) City: Rockville	17) State: MD	18) Zip Code: 20848-0627	
19) Telephone Number: (301)255-0663		20) FAX Number: (301)230-2891	
21) E-Mail Address: ddsberkow@srtpc.com			

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**

23) FCC Registration Number (FRN):
------------------------------------

(24) First Name (if individual):		MI:	Last Name:	Suffix:
(25) Entity Name (if not an individual):				
(26) P.O. Box:		And / Or		
(27) Street Address:	(29) State:	(30) Zip Code:		
(31) Telephone Number:	(32) FAX Number:			
(33) E-Mail Address:				

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

(34) First Name:		MI:	Last Name:	Suffix:
(35) Company Name:				
(36) P.O. Box:		And / Or		
(37) Street Address:	(39) State:	(40) Zip Code:		
(41) Telephone Number:	(42) FAX Number:			
(43) E-Mail Address:				

## Assignee/Transferee Information

(44) The Assignee is a(n): Corporation				
(45) FCC Registration Number (FRN): 0008194161				
(46) First Name (if individual):		MI:	Last Name:	Suffix:
(47) Entity Name (if other than individual): United Air Lines, Inc., Debtor-in-possession				
(48) Name of Real Party in Interest:				
(50) Attention To: Shulman, Rogers				
(51) P.O. Box: 227		And / Or		
(52) Street Address:	(54) State: MD	(55) Zip Code: 20848-0827		
(56) Telephone Number: (301)255-0553	(57) FAX Number: (301)230-2881			
(58) E-Mail Address: ddbarkow@argpe.com				

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

(59) First Name: Mark		MI: S	Last Name: Morelli	Suffix:
(60) Company Name: Wilmer, Cutler & Pickering				
(62) Street Address: 2445 M Street, N.W.				
(61) P.O. Box:		And / Or		
(64) State: DC	(65) Zip Code: 20037-1420			
(66) Telephone Number: (202)653-4390	(67) FAX Number: (202)653-4123			
(68) E-Mail Address: mark.morelli@wilmer.com				

## Alien Ownership Questions

No	(69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?
No	(70) Is the Assignee or Transferee an alien or the representative of an alien?
No	(71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?
No	(72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?
No	(73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "Yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

## Basic Qualification Questions

No	(74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If "Yes", attach exhibit explaining circumstances.
No	(75) Has the Assignee or Transferee or any party to this application ever been convicted of a felony by any state or federal court? If "Yes", attach exhibit explaining circumstances.
No	(76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of



manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

### 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

### Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Robert	MI: E	Last Name: Lee	Suffix:
80) Title: Manager, Ground Radio		81) Date: 01/08/03	
Signature: Robert E Lee			

### Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

### 82) Typed or Printed Name of Party Authorized to Sign

First Name: Robert	MI: E	Last Name: Lee	Suffix:
83) Title: Manager, Ground Radio		84) Date: 01/08/03	
Signature: Robert E Lee			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No
KEM416	AL						Yes

WQV886	AL	No
KDQ666	AL	No
WSP831	AL	Yes
KQW663	AL	No
KAX268	AL	No
KAX269	AL	Yes
KAX260	AL	Yes
KE8866	AL	Yes
KE8914	AL	Yes
KML666	AL	No
KGU939	AL	Yes
WPMN972	AL	No
KO6066	AL	Yes
KN4710	AL	Yes
KN4711	AL	Yes
KN4716	AL	Yes
WPHM766	AL	Yes
WPQB318	AL	Yes
WNPY897	AL	Yes
KAS3191	AL	Yes
WPNR398	AL	Yes
WFPF863	AL	Yes
KZA731	AL	No
KJX291	AL	Yes
WNC6669	AL	No
KCU388	AL	Yes
KRU699	AL	Yes
WNWA294	AL	No
KNIZ780	AL	No
WPML808	AL	No
WPML811	AL	No
WPML812	AL	Yes
WPPY925	AL	Yes
WPHQ890	AL	Yes
KGG806	AL	Yes
WPMU272	AL	Yes
KFJ292	AL	Yes
KB82064	AL	Yes
WNBX774	AL	Yes
KBM596	AL	Yes
KA29148	AL	Yes
KW4456	AL	Yes
KW4456	AL	No
KLC306	AL	Yes
KWL879	AL	Yes
KWL880	AL	Yes
KB47724	AL	Yes
KFN267	AL	Yes
WPMM226	AL	Yes
WNJD619	AL	Yes
WPDH446	AL	No
WPMN368	AL	Yes
WPAG988	AL	Yes
KB22636	AL	No
KRE886	AL	

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KD8388	AL
KPL638	AL
WPBM690	AL
WPLV419	AL
WRLT4981	AL
WRLT4983	AL
WRLT4984	AL
WRLT4986	AL
WRLT4986	AL
WRLT4987	AL
WPMG984	AL
WPMH220	AL
WPMH221	AL
WPMH222	AL
WPMH223	AL
WPMH225	AL
WPMH226	AL
WPMH227	AL
KC7716	AL
KLO780	AL
KLO781	AL
KLO779	AL
KB68083	AL
WPMI700	AL
WPMI763	AL
WNRG786	AL
WNCN900	AL
WNCN901	AL
KE4839	AL
WNXB894	AL
WPM388	AL
WNWC236	AL
WNJM831	AL
KE6208	AL
KE6209	AL
KA98291	AL
KO3271	AL
WPPZ296	AL
KFF600	AL
WPHW894	AL
WNUM681	AL
WNIM400	AL
KDD676	AL
KDD677	AL
KD2768	AL
WNXD313	AL
WNLV888	AL
WPEZ734	AL
KX2486	AL
KL5861	AL
WPMZ678	AL
WPIR617	AL
KB31122	AL
KRY386	AL
KD7020	AL

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Yes
Yes

WRLT4960	AL	Yes
WRLT4962	AL	Yes
KFV433	AL	Yes
KFP838	AL	Yes
KA97743	AL	Yes
KG5469	AL	Yes
KS2273	AL	Yes
WPGS246	AL	Yes

<b>FCC Form 603 Schedule A</b>	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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**Assignments of Authorization****1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?	
If 'Yes', is the Assignee applying for installment payments?	

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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**3) Certification Statements****For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
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**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.
--

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.
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**Transfers of Control****4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?	
If 'Yes', the new category of eligibility of the licensee is:	

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

**Attachment List**

Attachment Type	Date	Description	Contents
Other	01/08/03	Description of Transaction	0178130517198968950549464.pdf
Other	01/08/03	Fee Waiver Request	0178130547198968950549464.pdf
Other	01/08/03	United Air Lines Bankruptcy Petition	0178130567198968950549464.pdf
Other	01/08/03	Construction of Stations	0178130577198968950549464.pdf

### DESCRIPTION OF TRANSACTION

United Air Lines, Inc., Debtor-in-Possession ("Assignee") hereby submits its application ("Application") for *pro forma* assignment of the licenses issued to United Air Lines ("Licensee") by the Federal Communications Commission ("Commission"). As described below, the Application is filed in accordance with § 1.948(c)(2) of the Commission's Rules, which requires that *pro forma* applications for assignment or transfer of control be filed when a licensee is subject to an involuntary change of ownership such as bankruptcy.

UAL Corporation ("Parent") filed a petition for relief under Chapter 11 of the Title 11 of the United States Code in the United States Bankruptcy Court, Northern District of Illinois, on December 9, 2002. Twenty-seven affiliated entities also filed bankruptcy petitions, including Licensee, a wholly-owned subsidiary of Parent. With these filings, Parent, Licensee, and other affiliated entities began operating their businesses as "debtors-in-possession" pursuant to 11 U.S.C. §§ 1101(1) and 1107(a). Licensee currently holds radio licenses granted by the Commission and used in Licensee's operation as a commercial airline.

The Application is necessary under the Commission's Rules simply to reflect the *pro forma* change in the status of Licensee to Debtor-in-Possession pursuant to federal bankruptcy law. The bankruptcy proceeding does not change the ownership or management of the Licensee. This filing is made within 30 days of the December 9, 2002 bankruptcy filings and thus is timely filed pursuant to § 1.948(c)(2) of the Commission's Rules.



Pursuant to Section 1.1117 of the Commission's Rules, the parties also are filing a Petition for Waiver of Application Filing Fees and Deferral of Payment with the Office of the Managing Director with respect to the filing fees associated with the Application. A copy of that petition is attached hereto.



(Official Form 1) (9/01)

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s): <b>United Air Lines, Inc.</b>	
Prior Bankruptcy Case Filed Within Last 6 Year (If more than one, attach additional sheet)	Date Filed:
Location:	Case Number:
Where Filed:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)	Relationship:
Name of Debtor:	Judge:
District:	

**Signatures**

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

(If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7)

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date

X \_\_\_\_\_  
Signature of Attorney

X \_\_\_\_\_  
Signature of Attorney for Debtor(s)

X **James H. Sprayregen, P.C., Bar No. (6190286)**  
Printed Name of Attorney for Debtor(s)

**Kirkland & Ellis**  
Firm Name

**200 East Randolph Street**  
Address

**Chicago, Illinois 60601**  
Address

**(312) 861-2000** **(312) 861-2200**  
Telephone Number Fax Number

**12/9/02**  
Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Authorized Individual

**Francesca M. Maher**  
Printed Name of Authorized Individual

**Senior Vice President, General Counsel and Secretary**  
Title of Authorized Individual

**12/9/02**  
Date

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit A is attached and made a part of this petition

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter

X \_\_\_\_\_  
Signature of Attorney for Debtor(s) Date

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No

**Signatures of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

\_\_\_\_\_  
Printed Name of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security Number

\_\_\_\_\_  
Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X \_\_\_\_\_  
Signature of Bankruptcy Petition Preparer

\_\_\_\_\_  
Address

\_\_\_\_\_  
Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

**1 The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm. The Debtor owns or possesses property that is subject to investigation or remediation under environmental laws.**

**List of Filing Entities**

The following affiliated Debtors simultaneously have filed Chapter 11 petitions in the United States Bankruptcy Court, Northern District of Illinois, Eastern Division:

1. UAL Corporation
  2. UAL Loyalty Services, Inc.
  3. Confetti, Inc.
  4. Mileage Plus Holdings, Inc.
  5. Mileage Plus Marketing, Inc.
  6. MyPoints.com, Inc.
  7. Cybergold, Inc.
  8. itarget.com, inc.
  9. MyPoints Offline Services, Inc.
  10. UAL Company Services, Inc.
  11. Four Star Leasing, Inc.
  12. Air Wis Services, Inc.
  13. Air Wisconsin, Inc.
  14. Domicile Management Services, Inc.
  15. UAL Benefits Management, Inc.
  16. United BizJet Holdings, Inc.
  17. BizJet Charter, Inc.
  18. BizJet Fractional, Inc.
  19. BizJet Services, Inc.
  20. United Air Lines, Inc.
- 
21. Kion Leasing, Inc.
  22. Premier Meeting and Travel Services, Inc.

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS**

In re:	)	Chapter 11
	)	
UNITED AIR LINES, INC.,	)	Case No. 02 B _____
	)	
Debtor.	)	Honorable _____

**EXHIBIT "A" TO VOLUNTARY PETITION<sup>1</sup>**

1. The securities of United Air Lines, Inc. ("the Debtor") are registered under Section 12 of the Securities Exchange Act of 1934. The SEC file number is 33-21220.
2. The following financial data is the latest available information and refers to the Debtor's financial condition on September 30, 2002, unless otherwise indicated.
  - a. Total assets (excluding inter-company items): \$22,727,445,000
  - b. Total debts (including debts listed in 2.c., below \$21,483,549,000  
and excluding inter-company items)

	<u>Approximate number of holders</u>
c. Debt securities held by more than 500 holders.	N/A <sup>2</sup>
d. Number of shares of preferred stock	N/A
e. Number of shares of common stock	205

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<sup>1</sup> Certain of the financial information contained herein has been derived from unaudited sources and, therefore, no certification as to its accuracy is or can be made.

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<sup>2</sup> The Debtors have worked diligently with a third-party search firm to determine the number of holders of the \$80,500,000 of Massachusetts Port Authority 5 1/4% Special Facilities Revenue Bonds, Series 1999 A, December 1, 1999, however, notwithstanding these efforts, the Debtors, as of the Petition Date, have been unable to ascertain the number of holders of such bonds. The Debtors will continue their efforts to ascertain such holders and will supplement this Exhibit A, if necessary, upon learning of the number of such holders.

3. Brief description of debtor's business: United is a major commercial air transportation company, engaged in the transportation of persons, property and mail throughout the U.S. and abroad.
4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: United Airlines is a wholly subsidiary of UAL Corporation.



**UNITED AIR LINES, INC.**

**Consent of Directors in Lieu of Meeting**

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, being all the directors of United Air Lines, Inc. (the "Company"), do hereby adopt the following resolution by unanimous consent this date in lieu of a meeting of the Board of Directors:

**WHEREAS**, the Board of Directors has considered the financial and operational aspects of the Company's business.

**WHEREAS**, the Board of Directors has reviewed the historical performance of the Company, the market for the Company's products and services, and the current and long-term liabilities of the Company.

**NOW, THEREFORE, BE IT RESOLVED:** That in the judgment of the Board of Directors, it is desirable and in the best interests of this Company, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code.

**FURTHER RESOLVED:** That the officers of the Company be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain relief under or in connection with such Chapter 11.

**FURTHER RESOLVED:** That the officers of the Company be, and they hereby are, authorized and directed to employ (and do hereby confirm and ratify any prior employment of) the law firm of Kirkland & Ellis as general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including filing and pleading, and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis.

**FURTHER RESOLVED:** That the officers of the Company be, and they hereby are, authorized and directed to employ (and do hereby confirm and ratify any prior employment of) the firm of Rothschild, Inc. as financial advisors and consultants to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the

filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Rothschild, Inc.

**FURTHER RESOLVED:** That the officers of the Company be, and they hereby are, authorized and directed to employ any other firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of such firm.

**FURTHER RESOLVED:** That the officers of the Company be, and they hereby are, authorized and directed to obtain postpetition financing according to the terms negotiated by management of the Company, including under one or more debtor-in-possession credit facilities; and to enter into any guarantees and to pledge and grant liens on its assets as contemplated by or required under the terms of such postpetition financing; and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements and related ancillary documents.

**FURTHER RESOLVED:** That the officers of the Company be, and they hereby are, authorized to contribute, transfer and assign any and all of the Company's equity interests in the following entities to its wholly owned subsidiary, United Air Lines Ventures, Inc., a Delaware corporation:

Aeronautical Radio, Inc.  
Air Cargo, Inc.  
Airiance Materials LLC  
Airline Tariff Publishing Company  
Airlines Clearing House, Inc.  
Airlines Reporting Corporation  
Alliance International Marketing  
Services Limited  
ATN Systems, Inc.  
BELAC LLC

China Aircraft Services, Inc.  
EuroBIP Limited  
Expo Investment Partnership, L.P.  
Indus Aviation Services Private Limited  
Jardine Air Terminal Services Limited  
SITA, Inc.  
Skytech Solutions LLC  
Star Alliance Services GmbH  
Universal Air Travel Plan, Inc.  
Universal Services (Handling) Limited

**FURTHER RESOLVED:** That the officers of the Company be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions.

**FURTHER RESOLVED:** That all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management and members of the

Board of Directors of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

This Consent may be executed in various counterparts, all of which constitute one and the same document, which are hereby directed by the undersigned to be filed with the minutes of the proceedings of the Board of Directors.

\*\*\*\*\*

Dated: As of December 2002

  
Christopher D. Bowers  
Frederic F. Bruce  
Sara A. Fields  
Francesca M. Mahar  
Peter D. McDonald  
Glenn F. Tilton

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In re:	)	Chapter 11
	)	
UAL CORPORATION, et al., <sup>1</sup>	)	Case No. 02 B _____
	)	(Jointly Administered)
Debtors.	)	Honorable _____
	)	
	)	Docket under 02 B _____

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 20 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), each filed a petition in this Court on December 8, 2002 for relief under Chapter 11 of Title 11 of the United States Code. The following is a consolidated list of the Debtors' creditors holding the twenty (20) largest unsecured claims (the "Top 20 List"), based on the Debtors' books and records as of approximately December 7, 2002. The Top 20 List was prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors' Chapter 11 cases. The Top 20 List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty (20) largest unsecured claims. The information in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or unknown, does not constitute a waiver of the Debtors' right to contest the validity, priority and/or amount of any claim.

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<sup>1</sup> The Debtors are the following entities: UAL Corporation, UAL Loyalty Services, Inc., Conquest, Inc., Mileage Plus Holdings, Inc., Mileage Plus Marketing, Inc., MyPoints.com, Inc., MyPoints Offline Services, Inc., Cybergold, Inc., iTarget.com, UAL Company Services, Inc., UAL Benefits Management, Inc., United BizJet Holdings, Inc., BizJet Charter, Inc., BizJet Fractional, Inc., BizJet Services, Inc., United Airlines, Inc., Kion Leasing, Inc., Premier Meeting and Travel Services, Inc., United Aviation Fuels Corporation, United Cogen, Inc., Mileage Plus, Inc., United GHS, Inc., United Worldwide Corporation, United Vacations, Inc.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER (AND FAX NUMBER) AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYER, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, Etc.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (If secured also state value of security)
Airbus 198 Van Buren Street Suite 300 Herndon, VA 20170	Clyde Kiser Telephone: (703) 834-3526 Facsimile: (703) 834-3464 E-mail: clyde.kiser@airbus.fr	Trade - Aircraft maintenance parts and/or services		\$47,632,981
Argenbright Inc. 3465 N. Desert Drive Atlanta, GA 30844	Dan DiGiuseppi Telephone: (800) 338-5143 Facsimile: (404) 267-2230	Trade - Security and airport services		\$3,376,522
AT&T 227 West Monroe Chicago, IL 60606	Tim Adams Telephone: (312) 230-5300 Facsimile: (312) 230-8005	Trade - Utility		\$3,099,745
Atlantic Coast Airlines 45200 Business Court Dulles, VA 20166-9102	Tracy Smith Telephone: (703) 650-6177 Facsimile: (703) 650-6299 E-mail: tracy.smith@acaicorp.com	Trade - United Express		\$4,800,000
Bank of New York 101 Barclay Street, 6W New York, NY 10286	Tom B. Zakrawski Telephone: (212) 815-2495 Facsimile: (212) 815-5704 E-mail: tzakrawski@bankofny.com	Unsecured Bonds		\$190,000,000
		9.000% notes due 12/15/2003		\$300,000,000
		10.25% Debentures due 7/15/2021		\$370,000,000
		10.67% Series A Debentures due 5/1/2004		\$371,000,000
		11.21% Series B Debentures due 5/1/2014		\$250,000,000
		9.75% Debentures due 8/15/2021		\$200,000,000
Bank of New York Midwest Trust Company 2 North LaSalle Street Suite 1020 Chicago, IL 60602	Daryl Pomykala Telephone: (312) 827-8526 Facsimile: (312) 827-8523 E-mail: dpomykala@bankofny.com	Unsecured Bonds		\$121,420,000
		5.35% City of Chicago Special Facilities Revenue Refunding Bonds Series 1999A due 9/1/2016		\$48,275,000
Bank of New York Western Trust Company 550 Kearny Street, Suite 600 San Francisco, CA 94108	Milly Carreon Telephone: (415) 263-3420 Facsimile: (415) 399-1647 mcarreon@bankofny.com	5.00% City of Chicago Special Facilities Revenue Refunding Bonds Series 1999B due 4/1/2011		\$33,200,000
		Unsecured bonds		
Bank One Trust Mail Code IN1-0152 11 Monument Circle Indianapolis, IN 46277	John Pease Telephone: (317) 321-7852 Facsimile: (614) 244-5188 E-mail: johnrpease@bankone.com	5.70% California Statewide Communities Development Authority Special Facilities Revenue Bonds 2000 Series A (SFO) due 10/1/2034		\$102,570,000
		Unsecured Bonds		\$160,000,000
		5.80% City of Chicago Special Facilities Revenue Refunding Bonds Series 2001A-1 due 11/1/2035		\$10,500,000
		6.375% City of Chicago Special Facilities Revenue Refunding Bonds Series 2001A-2 due 11/1/2035		\$261,415,000
		5.55% Massachusetts Port Authority Special Facility Revenue Bonds, Series 1999A due 10/1/2029		\$320,703,000
		6.875% City and County of Denver, CO Special Facilities Airport Revenue Bonds, Series 1992A due 10/1/2032		
		6.50% Indianapolis Airport Authority Special Facility Revenue Bonds, Series 1995A due 11/15/2031		



(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER (AND FAX NUMBER) AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, Etc.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (If secured also state value of security)
Arlington, TX 76011	Facsimile: (817) 792-2222	Airport rents and fees		\$2,751,774
Metropolitan Washington Airport Authority 1 Aviation Circle Washington, DC 20001- 6000	James Wilding, President/CEO Telephone: (703) 417-8610 Facsimile: (703) 417-8949 E-mail: james.wilding@awaa.com			
Frank & Whiskey Commercial Engine Business 400 Main St M/S 115-94 East Hartford, CT 06108	Robert Lodge Telephone: (860) 365-4321 Facsimile: (860) 365-3814 E-mail: lodger@frwh.com	Trade - Aircraft maintenance parts and/or services		\$3,917,456
San Francisco Airports Commission International Terminal, 5th Floor San Francisco, CA 94128	John Martin, Airport Director Telephone: (650) 821-4526 Facsimile: (650) 821-5005 E-mail: john.martin@flysfo.com	Airport rents and fees		\$7,399,040
U.S. Bank Trust, N.A. - Trust Center Corporate Trust Services 180 East 5th Street St. Paul, MN 55101	Erik Starkman Telephone: (651) 244-8126 Facsimile: (651) 244-8884 E-mail: erik.starkman@usbank.com  Good Ubani Telephone: (651) 244-8497 Facsimile: (651) 244-8208 good.ubani@usbank.com	Unsecured Bonds 5.65% New York City Industrial Development Agency Special Facility Revenue Bonds, Series 1997 8.80% Regional Airports Improvement Corporation Revenue Bonds Issue of 1984 (LAX), due 11/15/2021 6.875% Facilities Lease Refunding Revenue Bonds Issue 1992 (LAX) 6.75% City of Chicago Special Facilities Revenue Refunding Bonds Series 2000A due 11/1/2011		\$34,235,000 \$23,000,000 \$34,390,000 \$38,360,000





## **CONSTRUCTION OF STATIONS**

As noted above in response to question 92 on Form 603, construction has not yet been completed for certain stations for which United Air Lines holds licenses. As indicated in the attached, on March 25, 1999, the Commission granted an extension of time to construct certain locations, including the stations that were identified above on Form 603 as not yet constructed.

## Federal Communications Commission

1270 Fairfield Road  
Gettysburg, PA 17325-7245  
Telephone (717) 338-2646  
Facsimile (717) 338-2691

MAR 25 1999

In Reply Refer To:  
PS&PWD-LTAB-650

Shulman, Rogers, Gandal  
Perdy & Ecker, PA  
Attn: Alan Tilles  
11921 Rockville Pike  
Third Floor  
Rockville, MD 20852-2743

Re: United Airlines

Dear Mr. Tilles:

This letter is in response to your waiver of Rule 90.155 to extend the time in which to construct and operate various locations (See Exhibit A) licensed to United Airlines throughout the United States.

Your letter states that although United Airlines is not eligible for an extended construction period pursuant to Section 90.155(b), United's system serves the same functions and purposes as a public safety system. The systems are used for a variety of uses from dispatching of armed security forces, for federally mandated baggage matching duties, and from gate personnel to de-icing operations.

Upon reviewing the circumstances involved in this case, the Commission hereby grants your waiver request pursuant to Rule 90.155 with the following conditions and exclusions:

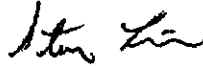
- The stations listed in the attached Exhibit A are granted an extension for time to construct which shall not exceed the date of the license term.
- Stations KNIZ780, WYT754 and KEZ643 are included only if they renew/reinstate their license.
- The pending applications for Chicago, Detroit and La Guardia that have not been granted to date are excluded from this grant and must be applied for after they are licensed.

United Airlines

Page 2

We trust this letter responds to your request for extension of time to construct the various locations attached in Exhibit A. Should you have any questions, please feel free to contact Joan Howery who is familiar with this case at (717)-338-2650.

Sincerely,



*ms* Mary M. Shultz  
Chief, Licensing and Technical Analysis Branch  
Public Safety and Private Wireless Division

/unitdal2.cjh

## United Coordinations

Exhibit A

City	Freq. Band	Coord. No.	FCC File No.	Grant Date	Const. Deadline	Exp. Date	Call Sign
Chicago	470 MHz	982430124	A030845				
Dallas	900 MHz	971470108	D095902	3/10/98	3/10/99	3/10/03	WPLV419
Atlanta	450 MHz	981100143	A020544	12/9/98	8/9/99	11/28/00	WPIX862
Baltimore	450 MHz	981100144	A022935	9/22/98	5/22/99	2/5/01	KFV433
Chicago	450 MHz	980770098	A017574	8/13/98	4/13/99	4/19/01	WNWC235
Chicago	450 MHz	981100152	A017332	11/19/98	7/9/99	11/19/03	KAX258
Chicago	450 MHz	981100150	A020548	12/9/98	8/9/99	5/12/99	KNIZ780
Dallas/Ft. Worth	450 MHz	981210022	A019471	8/5/98	4/5/99	2/5/03	WNKX389
Dayton	450 MHz	981210022	A019471	8/5/98	4/5/99	2/5/03	WNKX389
Dayton	450 MHz	981210022	A019471	8/5/98	4/5/99	2/5/03	WNKX389
Des Moines	450 MHz	981100142	A022934	9/22/98	5/22/99	7/18/00	KLC305
Des Moines	450 MHz	981100148	A020548				KGQ815
Detroit	450 MHz	981100145	A022936	9/22/98	5/22/99	4/9/01	KCU388
Dulles	450 MHz	981100151	A022035	10/19/98	8/19/99	10/19/03	WPMN972
Hawaii	450 MHz	981100147	A020545	12/9/98	8/9/99	11/16/02	KNFN844
Houston	450 MHz	981210008	A019502	8/6/98	4/6/99	8/6/03	WPMI763
JFK	450 MHz	981100149	A020547				KJX291
La Guardia	450 MHz	981210003	A019501	8/6/98	4/6/99	8/29/00	KQW863
Las Vegas	450 MHz	981210004	D108589	8/18/98	4/18/99	5/7/01	KML555
Los Angeles	450 MHz	981210006	A019503	8/6/98	4/6/99	3/21/99	WYT754
Memphis	450 MHz	981210016	A019485	8/5/98	4/5/99	3/25/02	KDQ855
Miami	450 MHz	981210020	A019488	8/5/98	4/5/99	11/22/98	KEZ843
Minneapolis	450 MHz	981210015	A019464	8/5/98	4/5/99	8/5/03	KFF500
Newark	450 MHz	982430124	D114623	1/22/99	2/22/00	1/22/04	WPMV365
Oakland	450 MHz	981210017	A019468	8/5/98	4/5/99	12/12/01	WYY771
Orlando	450 MHz	981210018	A019487	8/5/98	4/5/99	2/5/01	WQV585
Phoenix	450 MHz	981210019	A019468	8/5/98	4/5/99	10/22/02	KBO744
Pittsburgh	450 MHz	981210021	A019470	8/5/98	4/5/99	2/5/01	KRE888
Salt Lake	450 MHz	981100141	A020461	10/23/98	6/23/99	5/7/01	KDD676
San Francisco	450 MHz	980770096	A017653	7/21/98	3/21/99	6/7/03	KFJ292
San Francisco	450 MHz	980970147	A018172	7/27/98	3/27/99	7/27/03	WPMH252
Atlanta	450 MHz Offset	980970148	A018173	7/27/98	3/27/99	7/27/03	WPMH253
Baltimore	450 MHz Offset	981000053	A021799	9/9/98	5/9/99	9/9/03	WPMI808
Boston	450 MHz Offset	980970133	A018127	7/27/98	3/27/99	7/27/03	WPMH226
Chicago	450 MHz Offset	981000055	A021801	9/9/98	5/9/99	9/9/03	WPMI811
Cleveland	450 MHz Offset	981100146	A023398	10/1/98	8/1/99	10/1/03	WPMN388
Columbus	450 MHz Offset	980970137	A018238	7/28/98	3/28/99	7/28/03	WPMH458
Dallas/Ft. Worth	450 MHz Offset	980970125	A018188	7/27/98	3/27/99	7/27/03	WPMH232
Dayton	450 MHz Offset	981000056	A021802	9/9/98	5/9/99	9/9/03	WPMI812
Des Moines	450 MHz Offset	980970135	A018238	7/27/98	3/27/99	7/28/03	WPMH455
Detroit	450 MHz Offset	980970146	A018171	7/27/98	3/27/99	7/27/03	WPMH234
Dulles	450 MHz Offset	980970138	A018239	7/28/98	3/28/99	7/28/03	WPMH459
Hawaii	450 MHz Offset	980970134	A018128	7/27/98	3/27/99	7/27/03	WPMH227
Houston	450 MHz Offset	980970139	A018240	7/28/98	3/28/99	7/28/03	WPMH464
JFK	450 MHz Offset	980970136	A018237	7/28/98	3/28/99	7/28/03	WPMH456
La Guardia	450 MHz Offset	980970140	A018241	7/24/98	3/24/99	7/24/03	WPMG948
Las Vegas	450 MHz Offset	980970141	A018242	7/24/98	3/24/99	7/24/03	WPMG954
Los Angeles	450 MHz Offset	980970127	A018170	7/27/98	3/27/99	7/27/03	WPMH237
Memphis	450 MHz Offset	980970128	A018122	7/27/98	3/27/99	7/27/03	WPMH220
Miami	450 MHz Offset	980970122	A018185	7/27/98	3/27/99	7/27/03	WPMH229
Minneapolis	450 MHz Offset	981000054	A021800	9/9/98	5/9/99	9/9/03	WPMI809
Nashville	450 MHz Offset	980970129	A018123	7/27/98	3/27/99	7/27/03	WPMH221
Newark	450 MHz Offset	980970130	A018124	7/27/98	3/27/99	7/27/03	WPMH222
Orlando	450 MHz Offset	980970131	A018125	7/27/98	3/27/99	7/27/03	WPMH223
Phoenix	450 MHz Offset	980970132	A018126	7/27/98	3/27/99	7/27/03	WPMH225
Pittsburgh	450 MHz Offset	980970123	A018186	7/27/98	3/27/99	7/27/03	WPMH230
Salt Lake	450 MHz Offset	980970124	A018187	7/27/98	3/27/99	7/27/03	WPMH231
San Francisco	450 MHz Offset	980970126	A018189	7/27/98	3/27/99	7/27/03	WPMH233
Washington, D.C.	450 MHz Offset						